



**Policy**  
Vigil Mechanism

**POLICY**

Vigil Mechanism Policy

Version 1.0



**Document Control:**

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1.0	April 1, 2014	New Policy

<b>Approving Authority</b>	<b>Approved by</b>
Board of Directors*	✓
EVC	
CFO	
CS	

*\* On the recommendations of the Audit Committee*



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## 1. Purpose

Emaar MGF Land Ltd. (referred to as "Company") is committed to conducting its business in accordance with applicable laws, rules and regulations and the highest standards of business ethics, honesty, integrity and ethical conduct. The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior.

Section 177 (9) of the Companies Act, 2013 mandates the following classes of companies to constitute a vigil mechanism –

- Every listed company;
- Every other company which accepts deposits from the public;
- Every company which has borrowed money from banks and public financial institutions in excess of Rs. 50 crores

Accordingly, this Vigil Mechanism Policy ("the Policy" or "this Policy") has been formulated with a view to provide a mechanism for Directors/ Employees of the Company to approach the Chairman of the Audit Committee of the Company.

The purpose of this policy is to eliminate and help to prevent malpractices, to investigate and resolve complaints, take appropriate action to safeguard the interests of the Company and to ensure that any person making a complaint (referred to as "a whistleblower") is protected, while at the same time actively discouraging frivolous and insubstantial complaints.

## 2. Scope

All Employees and Directors are eligible to raise concerns regarding malpractices and events which may negatively impact the Company such as:

- Actual or suspected financial misappropriation and fraud
- Actual or suspected procurement fraud
- Methods, material, etc. being used for construction not complying with established standards and company policies
- Non-existence of comprehensive, adequate and effective Quality Control Management
- Non-adherence to safety guidelines
- Child labor
- Conflict of interest
- Incorrect (intentionally prepared)/ False expense reimbursements
- Misappropriation/misuse or theft of company assets and resources
- Authorizing or receiving compensation (in cash or in kind) for goods not received or services not rendered
- Inaccuracy in maintaining the Company's books of account and other financial records
- Data irregularity and inappropriate and/or unauthorized sharing of company sensitive information
- Solicitation of or accepting, kickbacks/ bribes, gifts, personal favors, directly or indirectly from vendors/ suppliers and contractors
- Corruption & bribery of any other nature
- Non-compliance with the applicable laws, rules or regulations
- Discrimination in any form
- Non-compliance / non-adherence of Code of Conduct of the Company



### **3. Key Definitions**

- a. **“Audit Committee”** means a Committee constituted by the Board of Directors of the Company in accordance with the Companies Act, 2013.
- a. **“Board”** means the Board of Directors of the Company.
- b. **“Code”** means Code of Conduct.
- c. **“Employee”** means all the present employees and whole time Directors of the company (Whether working in India or abroad).
- d. **“Protected Disclosure”** means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity under the title “Scope” with respect to the Company. It should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- e. **“Subject”** means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- f. **“Ethics Committee”** means a committee tasked with receiving of whistleblower complaints, initiating action on such complaints and recommending appropriate actions, disciplinary or otherwise, based on outcome of investigations performed. The members of the Ethics Committee are drawn from senior management of the company and comprises of Head of Internal Audit, Head of Legal and Chief of Human Resources.
- g. **“Whistle Blower”** is an employee or group of employees or directors who makes a Protected Disclosure under this Policy and also referred in this policy as complainant.



#### 4. Procedures

To enable timely commencement of review of the allegation, the Whistle Blower is requested to notify the Ethics Committee, as soon as practicably possible.

All Protected Disclosures should be addressed to the designated member of the Ethics Committee for receipt of such Protected Disclosure.

Head of Internal Audit has been currently designated as single point of contact for the purpose of receipt, review and investigation of Protected Disclosure, on behalf of the Ethics Committee.

Protected Disclosure shall be sent to Head of Internal Audit at the address given below or shall be email to the ID mentioned below:

**Mr. Sanjay Baweja**

Head – Internal Audit  
Emaar MGF Land Limited  
Emaar GF Business Park  
Mehrauli Gurgaon Road  
Sikandarpur Chowk  
Sector – 28  
Gurgaon – 122 002  
Haryana

**Email Id:** [ethics@emaarmgf.com](mailto:ethics@emaarmgf.com)

If a Protected Disclosure is received by any executive of the Company other than the Head of Internal Audit, the same should be forwarded to the Head of Internal Audit for further appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential.

On receipt of the Protected Disclosure, the Head of Internal Audit should review the complaint/disclosure and prepare a report after carrying out the research. Such report should be placed before the Ethics Committee within 30 days of the receipt of the Protected Disclosure.

The Ethics Committee shall after considering the said report shall give its observations and recommendations to the Audit Committee, which shall be placed before the Audit Committee within 3 months of the receipt of the Protected Disclosure.

Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistleblower. However, Protected Disclosures may also be sent on Email Id stated above.

Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

The authenticity of the Whistleblower's identity will be established by the Ethics Committee before considering the case for the purpose of a diligent, good faith investigation into the allegations set forth in every Disclosure.

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All communications, concerns and issues reported under this policy shall be treated in a confidential manner except to the extent necessary to conduct a complete, fair and effective investigation.

Similarly, the identities of the Whistleblowers and Subject matter of the investigation or complaint shall be treated with confidentiality at all times.



## **5. Investigation**

The Head of Internal Audit and/or the Ethics Committee may consider involving any Investigators for the purpose of Investigation.

On receipt of the findings of the Ethics Committee, if required, the Audit Committee may further investigate the matter and may further consider involving any Investigators for the purpose of investigation. If any member of the Ethics Committee or the Audit Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and the other members of the Ethics Committee and/ or Audit Committee should deal with the matter on hand.

The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.

Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

Subjects shall have a duty to co-operate with the Head of Internal Audit, Ethics Committee and the Audit Committee or any of the Investigators during investigation to the extent that such cooperation will not compromise self-incrimination protections available under the applicable laws.

Subjects have a right to consult with a person or persons of their choice, other than the Investigators and/or members of Ethics Committee and/or members of the Audit Committee and/or the Whistleblower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.

Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.

Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.

Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.





## **6. Protection**

The identity of the Whistleblower(s) shall be kept confidential at all times unless otherwise required by law, and in which case the Whistleblower(s) would be informed accordingly.

No unfair treatment would be meted out to a Whistleblower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a Policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistleblower(s).

Complete protection would, therefore, be given to Whistleblower(s) against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistleblower's right to continue to perform his duties/functions including making further Protected Disclosure. The Company would take steps to minimize difficulties, which the Whistleblower(s) may experience as a result of making the Protected Disclosure.

A Whistleblower may report any violation of the above Clause to the Audit Committee who shall investigate into the same and recommend suitable action to the Management.

Any other Director/ Employee assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

## **7. Disqualification**

While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistleblower knowing it to be false or bogus or with a mala fide intention.

Whistleblowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted. In respect of such Whistleblowers, the Company/Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

## **8. Investigators**

Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Audit Committee when acting within the course and scope of their investigation.

Resources (including technical) required for the investigation may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.

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Investigations will be launched only after a preliminary review which establishes that the alleged act constitutes an improper or unethical activity or conduct and either the allegation is supported by information specific enough to be investigated, or matters that do not meet this standard may be worthy of management review, but investigation itself should not be undertaken as an investigation of an improper or unethical activity.

Investigators shall maintain strict confidentiality all the time. Investigator shall derive the outcome of the inquiry and recommend appropriate course of action.

Investigators shall submit their report to the Head of Internal Audit/ Ethics Committee.

### **9. Conclusion**

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Audit Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit.

A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

### **10. Reporting**

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee by the Ethics Committee.

### **11. Document Retention**

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of seven years.

### **12. Amendment**

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Directors and employees unless the same is notified in writing to the Employees and Directors.

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